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Counsel to the Debtors and
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE EASTERN DISTRICT OF VIRGINIA
 RICHMOND DIVISION

- - - - - x
 In re: : Chapter 11
 :
 CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
 et al., :
 :
 Debtors. : Jointly Administered
 - - - - - x

**SUPPLEMENTAL ORDER SUSTAINING DEBTORS' FIFTY-SIXTH OMNIBUS
 OBJECTION TO CLAIMS (DISALLOWANCE OF CERTAIN ALLEGED
 ADMINISTRATIVE EXPENSES ON ACCOUNT OF EMPLOYEE OBLIGATIONS)**

Upon the objection (the "Objection")¹ of the
 Debtors for entry of an order, pursuant to Bankruptcy Code
 sections 105, 502 and 503, Bankruptcy Rule 3007, and Local

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

Rule 3007-1, seeking, among other things, that the Claims specifically identified on Exhibit B attached to the Objection be disallowed; and it appearing that notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that certain Claimants filed a response to the Objection; and it appearing that a hearing on the merits was held on March 8, 2010 and March 25, 2010; and it appearing that the relief requested in the Objection is in the best interest of the Debtors, their estates and creditors and other parties in interest; and after due deliberation thereon; and good and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED that:

1. The Objection is SUSTAINED.
2. The Claims identified on Exhibit A attached hereto and incorporated herein are disallowed as administrative expense claims and reclassified to general unsecured claims as set forth on Exhibit A.
3. To the extent any of the agreements allegedly giving rise to the Claims are or were executory and they have been or are subsequently rejected by the Debtors, nothing in this Order shall prohibit a Claimant who filed a

Claim from filing a rejection damages claim (as a priority claim or otherwise) by the applicable bar date or impair the Debtors' right to object to any such rejection damages claim that is filed on any ground that governing law permits. For the avoidance of doubt, nothing herein shall be deemed to extend any bar date.

4. The Debtors' rights to object to any claim, including (without limitation) the Claims, on any grounds that governing law permits and each claimant's right to contest such objection are not waived and are expressly reserved.

5. With respect to the Claims, this Order shall control over the Order on Debtors' Fifty-Sixth Omnibus Objection to Claims (Disallowance of Certain Alleged Administrative Expenses on Account of Employee Obligations) (Docket No. 6071).

6. The Debtors shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before seven (7) days from the entry of this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or relating to this Order.

Dated: Richmond, Virginia

_____, 2010

HONORABLE KEVIN R. HUENNEKENS
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

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/s/ Douglas M. Foley
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Counsel to the Debtors and Debtors in Possession

CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley
Douglas M. Foley

EXHIBIT A			
CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED	
Claim: 14336 Date Filed: 06/23/2009 Docketed Total: \$1,000,000.00 Filing Creditor Name and Address: BESANKO BRUCE H 191 FARMINGTON RD LONGMEADOW, MA 01106	Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$1,000,000.00 BESANKO BRUCE H 191 FARMINGTON RD LONGMEADOW, MA 01106 503(b)(9) Reclamation Admin Secured Priority Unsecured \$1,000,000.00	Case Number: 08-35653 Modified Total: \$1,000,000.00 503(b)(9) Reclamation Admin Secured Priority Unsecured \$1,000,000.00	
Claim: 14337 Date Filed: 06/23/2009 Docketed Total: \$2,203,668.90 Filing Creditor Name and Address: BESANKO BRUCE H 191 FARMINGTON RD LONGMEADOW, MA 01106	Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$2,203,668.90 BESANKO BRUCE H 191 FARMINGTON RD LONGMEADOW, MA 01106 503(b)(9) Reclamation Admin Secured Priority Unsecured \$2,203,668.90	Case Number: 08-35653 Modified Total: \$2,203,668.90 503(b)(9) Reclamation Admin Secured Priority Unsecured \$2,203,668.90	
Claim: 14236 Date Filed: 06/30/2009 Docketed Total: \$40,000.00 Filing Creditor Name and Address: BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112	Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$40,000.00 BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112 503(b)(9) Reclamation Admin Secured Priority Unsecured \$40,000.00	Case Number: 08-35653 Modified Total: \$40,000.00 503(b)(9) Reclamation Admin Secured Priority Unsecured \$40,000.00	
Claim: 14238 Date Filed: 06/30/2009 Docketed Total: \$40,000.00 Filing Creditor Name and Address: BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112	Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$40,000.00 BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112 503(b)(9) Reclamation Admin Secured Priority Unsecured \$40,000.00	Case Number: 08-35653 Modified Total: \$40,000.00 503(b)(9) Reclamation Admin Secured Priority Unsecured \$40,000.00	

* "UNL" denotes an unliquidated claim.

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 14240</p> <p>Date Filed: 06/30/2009</p> <p>Docketed Total: \$40,000.00</p> <p>Filing Creditor Name and Address:</p> <p>BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$40,000.00</p> <p>BRADLEY, THOMAS C 2801 SAVAGE VIEW DR MIDLOTHIAN, VA 23112</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$40,000.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$40,000.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$40,000.00</p>
<p>Claim: 13936</p> <p>Date Filed: 06/29/2009</p> <p>Docketed Total: \$1,502,166.00</p> <p>Filing Creditor Name and Address:</p> <p>BREITENBECHER, KELLY SANDS ANDERSON MARKS & MILLER PC 801 E MAIN ST STE 1800 PO BOX 1998 RICHMOND, VA 23218-1998</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$1,502,166.00</p> <p>BREITENBECHER, KELLY SANDS ANDERSON MARKS & MILLER PC 801 E MAIN ST STE 1800 PO BOX 1998 RICHMOND, VA 23218-1998</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$1,502,166.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$1,502,166.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$1,502,166.00</p>
<p>Claim: 14365</p> <p>Date Filed: 06/23/2009</p> <p>Docketed Total: \$20,000.00</p> <p>Filing Creditor Name and Address:</p> <p>FAY LAWRENCE 2500 MAPLE HALL CT MIDLOTHIAN, VA 23113</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$20,000.00</p> <p>FAY LAWRENCE 2500 MAPLE HALL CT MIDLOTHIAN, VA 23113</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$20,000.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$20,000.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$20,000.00</p>
<p>Claim: 13622</p> <p>Date Filed: 06/26/2009</p> <p>Docketed Total: \$0.00</p> <p>Filing Creditor Name and Address:</p> <p>FRANCIS E TELEGADAS 8204 YOLANDA RD RICHMOND, VA 23229</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: UNL</p> <p>FRANCIS E TELEGADAS 8204 YOLANDA RD RICHMOND, VA 23229</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$0.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$0.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$0.00</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 13885</p> <p>Date Filed: 06/29/2009</p> <p>Docketed Total: \$270,000.00</p> <p>Filing Creditor Name and Address:</p> <p>GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$270,000.00</p> <p>GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$270,000.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$270,000.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$270,000.00</p>
<p>Claim: 14025</p> <p>Date Filed: 06/29/2009</p> <p>Docketed Total: \$93,120.00</p> <p>Filing Creditor Name and Address:</p> <p>GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$93,120.00</p> <p>GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$93,120.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$93,120.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$93,120.00</p>
<p>Claim: 14173</p> <p>Date Filed: 06/29/2009</p> <p>Docketed Total: \$125,000.00</p> <p>Filing Creditor Name and Address:</p> <p>GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$125,000.00</p> <p>GEITH, JON C CANFIELD BAER LLP 2201 LIBBIE AVE STE 200 RICHMOND, VA 23230</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$125,000.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$125,000.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$125,000.00</p>
<p>Claim: 13879</p> <p>Date Filed: 06/29/2009</p> <p>Docketed Total: \$657,814.00</p> <p>Filing Creditor Name and Address:</p> <p>JEFF MCDONALD 5540 QUAIL RIDGE TER CHESTERFIELD, VA 23832</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$657,814.00</p> <p>JEFF MCDONALD 5540 QUAIL RIDGE TER CHESTERFIELD, VA 23832</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$657,814.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$657,814.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$657,814.00</p>

* "UNL" denotes an unliquidated claim.

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 14011</p> <p>Date Filed: 06/29/2009</p> <p>Docketed Total: \$125,000.00</p> <p>Filing Creditor Name and Address:</p> <p>LAMBERT GAFFNEY, LAURIE</p> <p>2201 LIBBIE AVE STE 200</p> <p>RICHMOND, VA 23230</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$125,000.00</p> <p>LAMBERT GAFFNEY, LAURIE</p> <p>2201 LIBBIE AVE STE 200</p> <p>RICHMOND, VA 23230</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$125,000.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$125,000.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$125,000.00</p>
<p>Claim: 13803</p> <p>Date Filed: 06/26/2009</p> <p>Docketed Total: \$40,000.00</p> <p>Filing Creditor Name and Address:</p> <p>LINDA H CASTLE</p> <p>5601 HUNTERS GLEN DR</p> <p>GLEN ALLEN, VA 23059</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$40,000.00</p> <p>LINDA H CASTLE</p> <p>5601 HUNTERS GLEN DR</p> <p>GLEN ALLEN, VA 23059</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$40,000.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$40,000.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$40,000.00</p>
<p>Claim: 14107</p> <p>Date Filed: 06/30/2009</p> <p>Docketed Total: \$15,000.00</p> <p>Filing Creditor Name and Address:</p> <p>MICHAEL D GOODE</p> <p>4537 MOCKINGBIRD LN</p> <p>MAIDEN, NC 28650</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$15,000.00</p> <p>MICHAEL D GOODE</p> <p>4537 MOCKINGBIRD LN</p> <p>MAIDEN, NC 28650</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$15,000.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$15,000.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$15,000.00</p>
<p>Claim: 13967</p> <p>Date Filed: 06/29/2009</p> <p>Docketed Total: \$40,000.00</p> <p>Filing Creditor Name and Address:</p> <p>RAMSEY, DANIEL W</p> <p>7405 THREE CHOPT RD</p> <p>RICHMOND, VA 23226</p>	<p>Claim Holder Name and Address</p> <p>Case Number: 08-35653</p> <p>Docketed Total: \$40,000.00</p> <p>RAMSEY, DANIEL W</p> <p>7405 THREE CHOPT RD</p> <p>RICHMOND, VA 23226</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$40,000.00</p>	<p>Case Number: 08-35653</p> <p>Modified Total: \$40,000.00</p> <p><u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u></p> <p>\$40,000.00</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
<p>Claim: 13321 Date Filed: 06/11/2009 Docketed Total: \$20,000.00 Filing Creditor Name and Address: SALON RICHARD E 1350 AUTUMN BREEZE DR OILVILLE, VA 23129</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$20,000.00 SALON RICHARD E 1350 AUTUMN BREEZE DR OILVILLE, VA 23129 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$20,000.00</p>	<p>Case Number: 08-35653 Modified Total: \$20,000.00 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$20,000.00</p>
<p>Claim: 13833 Date Filed: 06/29/2009 Docketed Total: \$40,000.00 Filing Creditor Name and Address: SCOTT D MAINWARING 5608 BELSTEAD LN GLEN ALLEN, VA 23059</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$40,000.00 SCOTT D MAINWARING 5608 BELSTEAD LN GLEN ALLEN, VA 23059 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$40,000.00</p>	<p>Case Number: 08-35653 Modified Total: \$40,000.00 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$40,000.00</p>
<p>Claim: 14159 Date Filed: 06/30/2009 Docketed Total: \$15,000.00 Filing Creditor Name and Address: TOLLIVER, DAVID W 3100 H WESTBURY LAKE DR CHARLOTTE, NC 28269</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$15,000.00 TOLLIVER, DAVID W 3100 H WESTBURY LAKE DR CHARLOTTE, NC 28269 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$15,000.00</p>	<p>Case Number: 08-35653 Modified Total: \$15,000.00 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$15,000.00</p>
<p>Claim: 13948 Date Filed: 06/30/2009 Docketed Total: \$62,500.00 Filing Creditor Name and Address: VONBECHMANN, DAWN W SPOTTS FAIN PC 411 E FRANKLIN ST STE 600 RICHMOND, VA 23219</p>	<p>Claim Holder Name and Address Case Number: 08-35653 Docketed Total: \$62,500.00 VONBECHMANN, DAWN W SPOTTS FAIN PC 411 E FRANKLIN ST STE 600 RICHMOND, VA 23219 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$62,500.00</p>	<p>Case Number: 08-35653 Modified Total: \$62,500.00 <u>503(b)(9)</u> <u>Reclamation</u> <u>Admin</u> <u>Secured</u> <u>Priority</u> <u>Unsecured</u> \$62,500.00</p>

* "UNL" denotes an unliquidated claim.

EXHIBIT A

CLAIM TO BE MODIFIED	CLAIM AS DOCKETED*	CLAIM AS MODIFIED
Claim: 13959 Date Filed: 06/30/2009 Docketed Total: \$260,000.00 Filing Creditor Name and Address: WIMMER JR, JAMES H CHRISTIAN & BARTON LLP 909 E MAIN ST STE 1200 RICHMOND, VA 23219	Claim Holder Name and Address Case Number: 08-35653 WIMMER JR, JAMES H CHRISTIAN & BARTON LLP 909 E MAIN ST STE 1200 RICHMOND, VA 23219 <div><div>503(b)(9)</div><div>Reclamation</div><div>Admin</div><div>Secured</div><div>Priority</div><div>Unsecured</div></div> <div>\$260,000.00</div>	<div>Case Number: 08-35653</div> <div>Modified Total: \$260,000.00</div> <div><div>503(b)(9)</div><div>Reclamation</div><div>Admin</div><div>Secured</div><div>Priority</div><div>Unsecured</div></div> <div>\$260,000.00</div>
		<div>Total Claims To Be Modified: 21</div> <div>Total Amount As Docketed: \$6,609,268.90</div> <div>Total Amount As Modified: \$6,609,268.90</div>

* "UNL" denotes an unliquidated claim.